

SUPPLEMENT TO AMENDED AND RESTATED ASSIGNMENT OF LEASES

SUPPLEMENT NO. 2  
TO  
SCHEDULE 1  
ANNEXED TO AMENDED AND RESTATED ASSIGNMENT OF LEASES  
DATED AS OF JUNE 30, 1989  
BY  
ACF INDUSTRIES, INCORPORATED  
("ASSIGNOR")  
TO  
NORSTAR BANK, ("BANK")

RECORDATION 143 14863-22 FILED 1425  
AUG 28 1989 -2 05 PM  
INTERSTATE COMMERCE COMMISSION

WHEREAS, Assignor and the Bank entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated June 30, 1989 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Bank has agreed to lend certain sums to Assignor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Assignor and the Bank entered into a certain Amended and Restated Assignment of Leases dated as of June 30, 1989 (the "Assignment");

WHEREAS, pursuant to the Loan Agreement, the Assignor is obligated from time to time to deliver to the Bank this Supplement to Amended and Restated Assignment of Leases and it is a condition precedent to the obligation of the Bank to make or maintain the Loans that Assignor shall execute and deliver to the Bank this Supplement to Amended and Restated Assignment of Leases;

NOW, THEREFORE, the parties hereto hereby agree as follows:

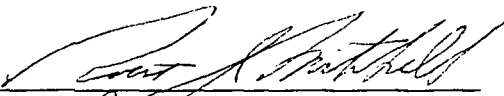
1. Schedule I to the Assignment is hereby amended by deleting therefrom the railroad equipment lease agreements covering or relating to the railroad rolling stock bearing the car numbers hereinafter listed, which lease agreements are hereby

released from the lien and assignment created under and pursuant to the Assignment:

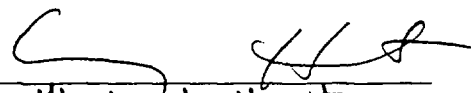
See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 25<sup>th</sup> day of August, 1989.

ACF INDUSTRIES, INCORPORATED

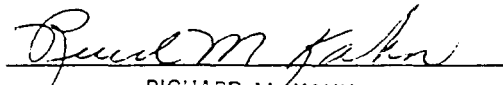
By   
Name: ROBERT J. MITCHELL  
Title: TREASURER

NORSTAR BANK

By   
Name: Kimberly Hunt  
Title: Sr. Vice President

STATE OF NEW YORK     )  
                              :   SS.:  
COUNTY OF NEW YORK    )

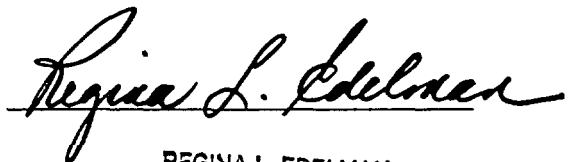
On this 27<sup>th</sup> day of August, 1989, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merrick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.



RICHARD M. KAHN  
Notary Public, State of New York  
No. 31-4862573  
Qualified in New York County  
Certificate Filed in New York County  
Commission Expires July 14, 1990

STATE OF NEW YORK     )  
                              :   SS.:  
COUNTY OF NEW YORK    )

On this 23 day of August, 1989, before me personally came Kimberly Hunt, to me known, who being to me duly sworn, did depose and say that she resides at 9 BANK ST., NYC that she is a Sr. Vice President of NORSTAR BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.



REGINA L. EDELMAN  
NOTARY PUBLIC, State of New York  
No. 41-4505178  
Qualified in Queens County  
Commission Expires February 28, 1990

# SCHEDULE I

<u>RPTG MARK/ CAR NO</u>	<u>RPTG MARK/ CAR NO</u>	<u>RPTG MARK/ CAR NO</u>	<u>RPTG MARK/ CAR NO</u>
ACFX 41185	ACFX 51750	ACFX 51844	ACFX 72535
" 41186	" 51751	" 51845	" 72538
" 41187	" 51752	" 51846	" 72539
" 41188	" 51753	" 51847	" 72540
" 41651	" 51754	" 51848	" 72541
" 41652	" 51755	" 51849	" 72542
" 41653	" 51756	" 51850	" 72543
" 41654	" 51757	" 51851	" 72544
" 41655	" 51758	" 51909	" 72545
" 41656	" 51759	" 51910	" 72546
" 41657	" 51760	" 51911	" 72547
" 41658	" 51761	" 51912	" 72548
" 41659	" 51762	" 51913	" 72549
" 41660	" 51763	" 51914	" 72699
" 41661	" 51764	" 51915	" 72700
" 41662	" 51765	" 51916	" 72706
" 41663	" 51766	" 51917	" 72710
" 41664	" 51767	" 51918	" 72712
" 41665	" 51768	" 51919	" 72717
" 41666	" 51769	" 51920	" 72718
" 41667	" 51770	" 65357	" 72757
" 41668	" 51771	" 65358	" 72758
" 41669	" 51772	" 65359	" 72759
" 41670	" 51773	" 65360	" 72760
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" 41672	" 51775	" 65362	" 72762
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" 41674	" 51777	" 65364	" 72764
" 51689	" 51778	" 65365	" 72765
" 51690	" 51779	" 65366	" 72766
" 51695	" 51780	" 65367	" 72767
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" 51735	" 51782	" 65369	" 72769
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RPTG MARK/  
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RPTG MARK/  
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